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*Proposed Counsel for the Debtor*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

EMPIRE STATE CONGLOMERATES

Debtor.

Chapter 11

Case No. 15-10061-smb

**DECLARATION OF ATTORNEY COMPENSATION**

Paul A. Rachmuth, an attorney duly admitted to practice before this court, affirms the truth of the following, fully cognizant of the penalties of perjury.

1. I am the proposed counsel to Empire State Conglomerates, Inc., the debtor and debtor-in-possession in the above captioned case (the "Debtor").
2. I make this declaration pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b).
3. Prior to being retained to represent the Debtor in conjunction with this bankruptcy case, I have never represented the Debtor or any of its officers or directors and have never received compensation from or on behalf of the Debtor or its officers or directors.

4. In conjunction with this bankruptcy case I have received the following compensation (the "Prepetition Compensation"):

a. January 13, 2015: \$5,000.

5. The Prepetition Compensation was paid to me by Paul Peterson, the President of the Debtor.

6. I do not have any agreements to share the Prepetition Compensation or any other compensation I receive in this case with any other person or entity that is not members or associates of my firm.

Dated: Rockville Centre, New York  
January 27, 2015

**Paul A. Rachmuth, Attorney at Law**

/s/ Paul A. Rachmuth  
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